

Effective March 16, 2020 Governor Gregg Abbott authorized the temporary suspension of some of the statutory provisions of the Texas Open Meetings Law This Meeting of the Board of Trustees of the San Antonio Housing Trust Foundation, Inc is being held pursuant to this authorization and will limit face-to-face meetings to slow the spread of the Corona Virus (COVID19). See attached Open Meeting Laws Subject to Temporary Suspension

AGENDA

SAN ANTONIO HOUSING TRUST FINANCE CORPORATION

**A MEETING OF THE OF THE SAN ANTONIO HOUSING TRUST
FINANCE CORPORATION BOARD OF DIRECTORS WILL BE HELD VIA ZOOM:
[HTTPS://US02WEB.ZOOM.US/J/96271670872?PWD=C3BSSE1JRWW0EVRTBE13UYTTBK5HDZ09](https://us02web.zoom.us/j/96271670872?pwd=C3BSSE1JRWW0EVRTBE13UYTTBK5HDZ09) OR DIAL IN 1 (346) 248-7799 MEETING ID: 962 7167 0872
PASSWORD: 783567 ON TUESDAY, APRIL 28, 2020
AT 10:00 A.M., TO CONSIDER THE FOLLOWING MATTERS:**

Briefing and Possible Action on:

1. Approval of minutes
2. Public Comment
3. Resolution authorizing San Antonio Housing Trust Finance Corporation Multifamily Housing Revenue Bonds (Park at 38Thirty Apartments), Series 2020; and other matters in connection therewith
4. Resolution authorizing San Antonio Housing Trust Finance Corporation Multifamily Housing Revenue Bonds (Pan American Apartments), Series 2020; and other matters in connection therewith
5. Resolution concerning the application of ACG Cattleman Square Lofts, LP (an affiliate of Alamo Community Group) relating to the proposed financing of up to \$15,000,000 of the costs of the acquisition, construction, and equipping of the **Cattleman Square Lofts Apartments**, to be located at approximately 811 West Houston Street; and other matters in connection therewith
6. Briefing and possible action regarding a resolution approving remarketing of San Antonio Housing Trust Finance Corporation Multifamily Housing Revenue Bonds (Brookwood Senior Apartments) Series 2018; and other matters in connection therewith.
7. Consideration and possible action to provide Finance Corporation funds to support the City of San Antonio's COVID-19 Emergency Housing Assistance Program.

DISABILITY ACCESS STATEMENT

Auxiliary Aids and Services, including Deaf interpreters, must be requested forty-eight [48] hours prior to the meeting. For assistance, call (210) 207-7268 or 711 Texas Relay Service for the Deaf.

SAN ANTONIO HOUSING TRUST FINANCE CORPORATION BOARD MEMBERS:

Council Member Roberto C. Trevino (District 1), Council Member Rebecca J. Viagran (District 3), Council Member Dr. Adriana Rocha Garcia (District 4), Council Member Shirley Gonzales (District 5), Council Member John Courage (District 9)

San Antonio Housing Trust Finance Corporation

Agenda Memorandum

File Number _____

Agenda Item Number: 1

Agenda Date: 4-28-20

In Control: San Antonio Housing Trust Finance Corporation

DEPARTMENT: San Antonio Housing Trust Finance Corporation

DEPARTMENT HEAD: Pedro Alanis

COUNCIL DISTRICTS IMPACTED: Citywide

SUBJECT:

Approval of minutes

SUMMARY:

This item includes the approval of minutes from the February 26, 2020 meeting

SAN ANTONIO HOUSING TRUST FINANCE CORPORATION

OFFICIAL MEETING MINUTES

February 26, 2020

The Finance Corporation met in session at 3:10pm., 105 Main Plaza, San Antonio, Texas 78205 Municipal Plaza “C” Room.

The meeting was called to order by Councilwoman Rebecca Viagran and the roll was called by JD Hernandez.

PRESENT: Rebecca Viagran, Roberto Treviño, Shirley Gonzales, Dr. Adriana Rocha Garcia and John Courage

ABSENT:

Staff/Visitors Present:

Pedro Alanis- Interim Executive Director San Antonio Housing Trust Finance Corporation; Nicole Collazo- Assistant Director San Antonio Housing Trust Finance Corporation; JD Hernandez – Asset Manager San Antonio Housing Trust Finance Corporation; Sharon Jennings-Contract Officer San Antonio Housing Trust Finance Corporation; Maria Bradley - Administrative Assistant, San Antonio Housing Trust Finance Corporation; Edward Mungia-D4; Allison Shae-Neighborhood Housing Services Department; Steve Poppoon- HRES; Lizbeth Parra- TRLA, Clark Crutchfield, CPA, Gregory & Crutchfield.

1. Approval of minutes –

MINUTES COMMISSION ACTION:

The motion was made by Councilman Courage and seconded by Councilman Treviño to approve the minutes from December 10, 2019.

AYES: 5

NAYS: 0

ABSTAIN: 0

THE MOTION CARRIED

2. Citizens to be heard – NONE
3. Amended and Restated Resolution of Inducement relating to the proposed financing of up to \$20,000,000 of the costs of the acquisition, construction, and equipping the Echo East Apartments located at 301 Spriggsdale; and other

matters in connection therewith.

Pedro Alanis mentioned that on May 22nd the Finance Corporation Board approved a Resolution of Inducement to finance tax exempt bonds for an amount of to \$20,000,000 and to authorize the Issuer and prepare and file a 2019 Allocation Application. The co developers in the project Gardener Capital and George Gervin Foundation had some delays and have requested to submit an application for tax-exempt bonds to the Texas Bond Review Board for the 2020 program year. The PFC board approved the Resolution in May and Pete Alanis verified there were no changes made to the Resolution.

Pete and staff recommend approval of the attached Amended and restated Resolution to continue with the construction.

COMMISSION ACTION:

The motion was made by Councilman Courage and seconded by Councilman Treviño.

AYES:5

NAYS: 0

ABSTAIN: 0

THE MOTION CARRIED

4. Presentation of and possible action to approve the audited financial statements for the fiscal year ending September 30, 2019.

Pete stated audit did not have any deficiencies of internal controls. The Finance Corporation did not have any results of non-compliance. Auditor Clark Crutchfield went over in details of the Financial Audit.

COMMISSION ACTION:

The motion was made by Councilman Courage and seconded by Councilwoman Rocha Garcia for the approval of the Finance audit ending September 30, 2019.

AYES:4

NAYS: 0

ABSTAIN: 0

THE MOTION CARRIED

Recess was made by Councilwoman Viagran at 3:22pm

Adjournment

The meeting was adjourned by Councilwoman Viagran at 4:29pm

San Antonio Housing Trust Finance Corporation

Agenda Memorandum

File Number _____

Agenda Item Number: 2

Agenda Date: 4-28-20

In Control: San Antonio Housing Trust Finance Corporation

DEPARTMENT: San Antonio Housing Trust Finance Corporation

DEPARTMENT HEAD: Pedro Alanis

COUNCIL DISTRICTS IMPACTED: Citywide

SUBJECT:

Public comment

SUMMARY:

This item will allow 3 minutes each for interested speakers to address the Board

San Antonio Housing Trust Finance Corporation

Agenda Memorandum

File Number _____

Agenda Item Number: 3

Agenda Date: 4-26-20

In Control: San Antonio Housing Trust Finance Corporation

DEPARTMENT: San Antonio Housing Trust Finance Corporation

DEPARTMENT HEAD: Pedro Alanis

COUNCIL DISTRICTS IMPACTED: District 8

SUBJECT:

Briefing and possible action regarding a Resolution approving the bonds to be issued for Franklin Development's Park at 38Thirty Apartments Project (f/k/a Parkdale Apartments).

SUMMARY:

This item includes a briefing and possible action regarding a Resolution concerning the approval of the issuance of tax-exempt bonds for ARDC Parkdale, Ltd. and the Park at 38Thirty Apartments in the original principal amount of up to \$25,000,000 to pay the costs of the acquisition, construction, and equipping of the Park at 38Thirty Apartments, to be located at 3830 Parkdale; and other matters in connection therewith.

ISSUE:

The Franklin Development project is a 196-unit multifamily 4% tax credit project located at 3830 Parkdale St on 3.9 acres in District 8. All units, which are both 2 and 3 bedroom units, will be rented to individuals whose income is at or below 60% of median family income.

The San Antonio Housing Trust Public Facility Corporation shall create a single-member LLC, which will act as the sole general partner of ARDC Parkdale, Ltd. The Project is expected to cost approximately \$35,425,800 with \$18,000,000 in tax exempt bonds being issued as a requirement for the 4% LIHTC Program. The sources of funds are as follows: \$21,959,900 in a HUD 221(d)(4) first lien debt; \$8,804,179 in tax credit equity; \$4,400,000 in City of San Antonio Affordable Housing Bond Grant and a deferred development fee of \$261,721. The City's Grant shall be to the PFC and loaned to ARDC Parkdale, Ltd. to be repaid through cash flow.

The multifamily revenue bonds will be issued by the Finance Corporation in the approximate amount of \$18,000,000 and will only be outstanding during the construction and lease up period. The bonds are being issued because the 4% tax credit rules require that at least 50% of the project be financed with tax-exempt bonds. The bonds will be rated in the top rating category because they will be 100% collateralized with cash and treasury securities. Funds will be drawn from the HUD loan and are deposited in an escrow account securing the bonds. A like amount of bond proceeds will be used to pay the cost of development. The bonds are payable exclusively from the cash collateral and project funds, not PFC or Finance Corporation funds, City funds, or taxes.

ALTERNATIVES:

If the San Antonio Housing Trust Finance Corporation board does not approve this transaction, then 196 affordable units will not be constructed.

FISCAL IMPACT:

The Issuer will receive a 1% Bond Issuance Fee of the final issuance amount.

RECOMMENDATION:

Staff recommend approval of the attached Resolution

ATTACHMENT:

Resolution

CERTIFICATE FOR RESOLUTION

The undersigned officer of the San Antonio Housing Trust Finance Corporation (the “Issuer”) hereby certifies as follows:

1. In accordance with the bylaws of the Issuer, the Board of Directors of the Issuer (the “Board”) held a meeting on April 28, 2020 (the “Meeting”) of the duly constituted officers and members of the Board, at which a duly constituted quorum was present. Whereupon among other business transacted at the Meeting, a written

RESOLUTION AUTHORIZING SAN ANTONIO HOUSING TRUST FINANCE CORPORATION MULTIFAMILY HOUSING REVENUE BONDS (PARK AT 38THIRTY APARTMENTS), SERIES 2020; AND OTHER MATTERS IN CONNECTION THEREWITH

(the “Resolution”) was duly introduced for the consideration of the Board and discussed. It was then duly moved and seconded that the Resolution be adopted; and, after due discussion, said motion, carrying with it the adoption of the Resolution, prevailed and carried by a majority vote of the Board.

2. A true, full, and correct copy of the Resolution adopted at the Meeting is attached to and follows this Certificate; the Resolution has been duly recorded in the Board’s minutes of the Meeting; each of the officers and members of the Board was duly and sufficiently notified officially and personally, in advance, of the time, place, and purpose of the Meeting; and the Meeting was held and conducted in accordance with the Articles of Incorporation and the Bylaws of the Issuer.

SIGNED AND SEALED April 28, 2020.

Nicole Collazo, Assistant Secretary



RESOLUTION AUTHORIZING SAN ANTONIO HOUSING TRUST FINANCE CORPORATION MULTIFAMILY HOUSING REVENUE BONDS (PARK AT 38THIRTY APARTMENTS), SERIES 2020; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, the San Antonio Housing Trust Finance Corporation (the “Issuer”) has developed a program of issuing bonds and loaning their proceeds to defray, in whole or in part, all reasonable or necessary costs incidental to the acquisition, renovation, construction, and improvement of land, improvements, and related property at least 90% of which is intended to be occupied by persons of low or moderate income, as determined by the Issuer, all in order to alleviate a shortage of affordable rental housing within San Antonio, Texas, for such persons of low or moderate income, and to refund such bonds;

WHEREAS, the Issuer has been requested to issue its “Multifamily Housing Revenue Bonds (Park at 38Thirty Apartments), Series 2020” in the aggregate principal amount not to exceed \$25,000,000 (the “Bonds”), the proceeds of which will be used to finance the cost of acquiring, constructing, and equipping a proposed 196-unit multifamily apartment facility to be known as Park at 38Thirty Apartments, to be located at 3830 Parkdale Street, San Antonio, Texas (the “Project”) for ARDC Parkdale, Ltd., a Texas limited partnership (the “Borrower”);

WHEREAS, the Issuer desires to issue the Bonds pursuant to a Trust Indenture (the “Indenture”) between the Issuer, the Borrower, and Wilmington Trust, National Association, as trustee (the “Trustee”), and to loan (or otherwise make available) the proceeds thereof to the Borrower pursuant to a Loan Agreement (the “Loan Agreement”) among the Issuer and the Borrower, all subject to the terms of a Regulatory and Land Use Restriction Agreement (the “Regulatory Agreement”) among the Issuer, the Trustee, and the Borrower;

WHEREAS, the loan will be evidenced by a Note issued under the Loan Agreement (the “Note”), and assignments of the Note (the “Assignments”) from the Issuer in favor of the Purchaser;

WHEREAS, the Issuer will be presented with an Official Statement (the “Official Statement”) and a Bond Purchase Agreement (the “Purchase Agreement”), setting forth certain terms and conditions upon which the Bond purchaser will purchase the Bonds and the Issuer will sell the Bonds to the Bond purchaser;

WHEREAS, the Issuer is authorized to issue the Bonds pursuant to the Texas Housing Finance Corporations Act, Chapter 394, Texas Local Government Code, as amended;

WHEREAS, the Issuer has determined that issuance of the Bonds is necessary to finance the costs of acquiring, constructing, and equipping the Project;

WHEREAS, this Board of Directors has reviewed the foregoing and determined that the action herein authorized is in furtherance of the corporate purposes of the Issuer and that the terms and conditions of the Bonds and the above-described instruments, including without limitation the dates, interest rates, maturities, redemption terms, and sales price of the Bonds and the manner of disbursing the proceeds thereof are advisable;

BE IT THEREFORE RESOLVED BY THE BOARD OF DIRECTORS OF THE SAN ANTONIO HOUSING TRUST FINANCE CORPORATION THAT:

Section 1. The terms of the Indenture, the Loan Agreement, the Note, the Regulatory Agreement, and the Purchase Agreement are hereby authorized and approved when such documents are approved by any Assistant Secretary of the Corporation.

Section 2. The President, any Vice President, the Secretary, the Treasurer, the Executive Director, and each Assistant Secretary, or any of them, are authorized and directed to execute (to the extent required to be executed or acknowledged by the Issuer) and deliver (or to accept, as the case may be) the Indenture, the Loan Agreement, the Regulatory Agreement, the Note, the Assignments, the Official Statement, the Purchase Agreement, and any and all certificates (including tax certificates), applications (including volume cap and carry-over applications with the TBRB) and other instruments described therein upon the conditions therein described or necessary or desirable in connection with the issuance of the Bonds and the loan of the proceeds thereof to the Borrower, all upon the terms herein approved, and the President, the Vice President, the Secretary, the Treasurer, the Executive Director, and each Assistant Secretary, or any of them, are authorized to negotiate and approve such changes in the terms of each such instrument as such officers shall deem necessary or appropriate upon the advice of counsel to the Issuer, and approval of the terms of each such instrument by such officers shall be conclusively evidenced by the execution and delivery of such documents.

Section 3. The Bonds, in the aggregate principal amount of not to exceed \$25,000,000, with an interest rate (not including applicable premium) of not to exceed 4%, as set forth in the Indenture, and with a maturity date not to exceed December 31, 2023, in substantially the form and substance set forth in the Indenture, are hereby approved, and the President, the Vice President, the Secretary, the Treasurer, the Executive Director, and each Assistant Secretary, or any of them, are hereby authorized and directed, for and on behalf of the Issuer, to execute the Bonds or have their facsimile signatures placed upon them, and such officers are hereby authorized and directed to deliver the Bonds, and the seal of the Issuer is hereby authorized and directed to be affixed or placed by facsimile on the Bonds. Authentication of the Bonds upon the terms and conditions and in the manner described in the Indenture as the same may be modified is authorized by this Resolution. The final principal amounts, interest rates, maturity dates (not to exceed the amounts, the rates, and the maximum term set forth above), and final redemption dates and prices for the Bonds shall be set forth in the final form of the Indenture, and the execution and delivery of the Purchase Agreement by the President, the Vice President, the Secretary, the Treasurer, the Executive Director, each Assistant Secretary, or any of them, shall constitute approval of the agreed final principal amounts of, interest rates on the Bonds, maturity dates of the Bonds, and the final redemption dates and prices for the Bonds. The proceeds of the Bonds are hereby authorized to be utilized as set forth herein and in the Indenture and the Loan Agreement.

Section 4. The Issuer hereby approves the filing of any request with the Texas Bond Review Board to obtain necessary volume cap for the transaction in order to be able to issue the amount of bonds authorized herein.

Section 5. The Issuer hereby confirms the selection of Bracewell LLP as Bond Counsel.

Section 6. The Issuer hereby approves the selection of Stifel, Nicolaus & Company, Inc. as the underwriter of the Bonds.

Section 7. The President, the Vice President, the Secretary, the Treasurer, the Executive Director, each Assistant Secretary, or any of them, are hereby authorized to execute and deliver the written request of the Issuer for the authentication and delivery of the Bonds in accordance with the Indenture.

Section 8. All action and resolutions, not inconsistent with provisions of this Resolution heretofore taken by this Board of Directors and the officers of the Issuer directed toward the financing of the Project and the issuance of the Bonds shall be and the same hereby is extended, ratified, approved, and confirmed. The officers of this Board, or any of them, are authorized to take any and all action necessary to carry out and consummate the transactions described in or contemplated by the instruments approved hereby or otherwise to give effect to the actions authorized hereby and the intent hereof.

Section 9. The Board of Directors confirms \$96,455 as the amount currently constituting low and moderate income in the City of San Antonio, Texas (the "City"), adjusted as set forth in the Regulatory Agreement, is hereby approved.

Section 10. The Board of Directors has expressly determined and hereby confirms that the issuance of the Bonds to assist in the financing of the Project will promote the public purposes set forth in Section 394.002 of the Act and will accomplish a valid public purpose of the Issuer by assisting persons of low and moderate income in the City to obtain decent, safe, and sanitary housing at affordable prices, thereby helping to relieve unemployment, to preserve and increase the tax base of the City, and to reduce public expenditures for crime prevention and control, public health, welfare, and safety and for other valid public purposes. No bonds may be issued unless the San Antonio Housing Trust Public Facility Corporation controls the general partner of the Borrower.

Section 11. The Bonds and the interest thereon shall be limited obligations of the Issuer payable solely from the revenues, funds, and assets pledged under the Indenture to secure payment of the Bonds, and under no circumstances shall the Bonds be payable from any other revenues, funds, assets, or income of the Issuer.

Section 12. The Bonds shall not constitute an indebtedness, liability, general, special, or moral obligation or a pledge or loan of the faith or credit or taxing power, within the meaning of any constitutional or statutory provision whatsoever, of the United States of America or any agency or instrumentality thereof, the State of Texas, the City, or any other political subdivision or governmental unit.

Section 13. After the Bonds are issued, this Resolution shall be and remain irrevocable until the Bonds or interest thereon shall have been fully paid or provision for payment shall have been made pursuant to the Indenture.

Section 14. If any section, paragraph, clause, or provision of this Resolution shall be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution. In case any

obligation of the Issuer authorized or established by this Resolution or the Bonds is held to be in violation of law as applied to any person or in any circumstance, such obligation shall be deemed to be the obligation of the Issuer to the fullest extent permitted by law.

Section 15. The recitals of this Resolution are hereby found to be true and are incorporated herein for all purposes.

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San Antonio Housing Trust Finance Corporation

Agenda Memorandum

File Number _____

Agenda Item Number: 4

Agenda Date: 4-26-20

In Control: San Antonio Housing Trust Finance Corporation

DEPARTMENT: San Antonio Housing Trust Finance Corporation

DEPARTMENT HEAD: Pedro Alanis

COUNCIL DISTRICTS IMPACTED: District 5

SUBJECT:

Briefing and possible action regarding a Resolution approving the bonds to be issued for Steele Development's Pan American Apartments Project.

SUMMARY:

This item includes a briefing and possible action regarding a Resolution concerning the approval of the issuance of tax-exempt bonds for Steele Pan American LP and the Pan American Apartments in the original principal amount of up to \$15,000,000 to pay the costs of the acquisition, rehabilitation, and equipping of the Pan American Apartments, to be located at 136 NW 36th Street; and other matters in connection therewith.

ISSUE:

The Steele Development project is an acquisition and rehabilitation of existing 100-unit multi-family apartment complex located at 143 NW 36th Street in District 5. The development is renewing a 20-year Housing Assistant Payment (HAP) contract with HUD

to provide project-based voucher to tenants. The tenants are at or below 30% of are median family income.

The San Antonio Housing Trust Public Facility Corporation shall create a single-member LLC, which will act as the sole general partner of Steele Pan American LP. The Project is expected to cost approximately \$21,279,014 with up to up to \$15,000,000 in tax exempt bonds being issued as a requirement for the 4% LIHTC Program. The sources of funds are as follows: \$14,370,000 in permanent financing, \$5,894,861 in tax credit equity; \$519,177 in deferred developer fees; \$169,174 in existing net operating income. The PFC shall contribute approximately \$326,000 from the PFC developer fee to provide for tenant requested additional rehabilitation scope and for a licensed and bonded moving company to assist residents during temporary relocation.

The multi-family revenue bonds will be issued in the approximate amount of \$15,000,000. The bonds are being issued because the 4% tax credit rules require that at least 50% of the project be financed with tax-exempt bonds. The bonds will be issued to KeyBank, National Association with a term of 17 years and a fixed interest rate of up to 3.5%. The bonds are payable exclusively from the project revenue and project funds, not PFC or Finance Corporation funds, City funds, or taxes.

ALTERNATIVES:

If the San Antonio Housing Trust Finance Corporation board does not approve this transaction, then 100 affordable units will not be acquired and rehabilitated.

FISCAL IMPACT:

The Issuer will receive a 1% Bond Issuance Fee of the final issuance amount.

RECOMMENDATION:

Staff recommend approval of the attached Resolution

ATTACHMENT:

Resolution

CERTIFICATE FOR RESOLUTION

The undersigned officer of the San Antonio Housing Trust Finance Corporation (the “Issuer”) hereby certifies as follows:

1. In accordance with the bylaws of the Issuer, the Board of Directors of the Issuer (the “Board”) held a meeting on April 28, 2020 (the “Meeting”) of the duly constituted officers and members of the Board, at which a duly constituted quorum was present. Whereupon among other business transacted at the Meeting, a written

RESOLUTION AUTHORIZING SAN ANTONIO HOUSING TRUST FINANCE CORPORATION MULTIFAMILY HOUSING REVENUE BONDS (PAN AMERICAN APARTMENTS), SERIES 2020; AND OTHER MATTERS IN CONNECTION THEREWITH

(the “Resolution”) was duly introduced for the consideration of the Board and discussed. It was then duly moved and seconded that the Resolution be adopted; and, after due discussion, said motion, carrying with it the adoption of the Resolution, prevailed and carried by a majority vote of the Board.

2. A true, full, and correct copy of the Resolution adopted at the Meeting is attached to and follows this Certificate; the Resolution has been duly recorded in the Board’s minutes of the Meeting; each of the officers and members of the Board was duly and sufficiently notified officially and personally, in advance, of the time, place, and purpose of the Meeting; and the Meeting was held and conducted in accordance with the Articles of Incorporation and the Bylaws of the Issuer.

SIGNED AND SEALED April 28, 2020.

Nicole Collazo, Assistant Secretary



RESOLUTION AUTHORIZING SAN ANTONIO HOUSING TRUST FINANCE CORPORATION MULTIFAMILY HOUSING REVENUE BONDS (PAN AMERICAN APARTMENTS), SERIES 2020; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, the San Antonio Housing Trust Finance Corporation (the “Issuer”) has developed a program of issuing bonds and loaning their proceeds to defray, in whole or in part, all reasonable or necessary costs incidental to the acquisition, renovation, construction, and improvement of land, improvements, and related property at least 90% of which is intended to be occupied by persons of low or moderate income, as determined by the Issuer, all in order to alleviate a shortage of affordable rental housing within San Antonio, Texas, for such persons of low or moderate income, and to refund such bonds;

WHEREAS, the Issuer has been requested to issue its “Multifamily Housing Revenue Bonds (Pan American Apartments), Series 2020” in the aggregate principal amount not to exceed \$15,000,000 (the “Bonds”), the proceeds of which will be used to finance the cost of acquiring, rehabilitating, constructing, and equipping an existing 100-unit multifamily apartment facility to be known as Pan American Apartments, located at 143 NW 36th Street, San Antonio, Texas (the “Project”) for Steele Pan American LP, a Texas limited partnership (the “Borrower”);

WHEREAS, the Issuer desires to issue the Bonds pursuant to a Trust Indenture (the “Indenture”) between the Issuer, the Borrower, and Wilmington Trust, National Association, as trustee (the “Trustee”), and to loan (or otherwise make available) the proceeds thereof to the Borrower pursuant to a Loan Agreement (the “Loan Agreement”) among the Issuer and the Borrower, all subject to the terms of a Regulatory and Land Use Restriction Agreement (the “Regulatory Agreement”) among the Issuer, the Trustee, and the Borrower;

WHEREAS, the loan will be evidenced by a Note issued under the Loan Agreement (the “Note”), and assignments of the Note (the “Assignments”) from the Issuer in favor of the Purchaser;

WHEREAS, the Issuer will be presented with a Bond Purchase Agreement (the “Purchase Agreement”), setting forth certain terms and conditions upon which the Bond purchaser will purchase the Bonds and the Issuer will sell the Bonds to the Bond purchaser;

WHEREAS, the Issuer is authorized to issue the Bonds pursuant to the Texas Housing Finance Corporations Act, Chapter 394, Texas Local Government Code, as amended;

WHEREAS, the Issuer has determined that issuance of the Bonds is necessary to finance the costs of acquiring, constructing, and equipping the Project;

WHEREAS, this Board of Directors has reviewed the foregoing and determined that the action herein authorized is in furtherance of the corporate purposes of the Issuer and that the terms and conditions of the Bonds and the above-described instruments, including without limitation the dates, interest rates, maturities, redemption terms, and sales price of the Bonds and the manner of disbursing the proceeds thereof are advisable;

BE IT THEREFORE RESOLVED BY THE BOARD OF DIRECTORS OF THE SAN ANTONIO HOUSING TRUST FINANCE CORPORATION THAT:

Section 1. The terms of the Indenture, the Loan Agreement, the Note, the Regulatory Agreement, and the Purchase Agreement are hereby authorized and approved when such documents are approved by any Assistant Secretary of the Corporation.

Section 2. The President, any Vice President, the Secretary, the Treasurer, the Executive Director, and each Assistant Secretary, or any of them, are authorized and directed to execute (to the extent required to be executed or acknowledged by the Issuer) and deliver (or to accept, as the case may be) the Indenture, the Loan Agreement, the Regulatory Agreement, the Note, the Purchase Agreement, and any and all certificates (including tax certificates), applications (including volume cap and carry-over applications with the TBRB) and other instruments described therein upon the conditions therein described or necessary or desirable in connection with the issuance of the Bonds and the loan of the proceeds thereof to the Borrower, all upon the terms herein approved, and the President, the Vice President, the Secretary, the Treasurer, the Executive Director, and each Assistant Secretary, or any of them, are authorized to negotiate and approve such changes in the terms of each such instrument as such officers shall deem necessary or appropriate upon the advice of counsel to the Issuer, and approval of the terms of each such instrument by such officers shall be conclusively evidenced by the execution and delivery of such documents.

Section 3. The Bonds, in the aggregate principal amount of not to exceed \$15,000,000, with an interest rate (not including applicable premium) of not to exceed 4%, as set forth in the Indenture, and with a maturity date not to exceed December 31, 2044, in substantially the form and substance set forth in the Indenture, are hereby approved, and the President, the Vice President, the Secretary, the Treasurer, the Executive Director, and each Assistant Secretary, or any of them, are hereby authorized and directed, for and on behalf of the Issuer, to execute the Bonds or have their facsimile signatures placed upon them, and such officers are hereby authorized and directed to deliver the Bonds, and the seal of the Issuer is hereby authorized and directed to be affixed or placed by facsimile on the Bonds. Authentication of the Bonds upon the terms and conditions and in the manner described in the Indenture as the same may be modified is authorized by this Resolution. The final principal amounts, interest rates, maturity dates (not to exceed the amounts, the rates, and the maximum term set forth above), and final redemption dates and prices for the Bonds shall be set forth in the final form of the Indenture, and the execution and delivery of the Purchase Agreement by the President, the Vice President, the Secretary, the Treasurer, the Executive Director, each Assistant Secretary, or any of them, shall constitute approval of the agreed final principal amounts of, interest rates on the Bonds, maturity dates of the Bonds, and the final redemption dates and prices for the Bonds. The proceeds of the Bonds are hereby authorized to be utilized as set forth herein and in the Indenture and the Loan Agreement.

Section 4. The Issuer hereby approves the filing of any request with the Texas Bond Review Board to obtain necessary volume cap for the transaction in order to be able to issue the amount of bonds authorized herein.

Section 5. The Issuer hereby confirms the selection of Bracewell LLP as Bond Counsel.

Section 6. The Issuer hereby approves the selection of KeyBank, National Association as the purchaser under the Financing Agreement.

Section 7. The President, the Vice President, the Secretary, the Treasurer, the Executive Director, each Assistant Secretary, or any of them, are hereby authorized to execute and deliver the written request of the Issuer for the authentication and delivery of the Bonds in accordance with the Indenture.

Section 8. All action and resolutions, not inconsistent with provisions of this Resolution heretofore taken by this Board of Directors and the officers of the Issuer directed toward the financing of the Project and the issuance of the Bonds shall be and the same hereby is extended, ratified, approved, and confirmed. The officers of this Board, or any of them, are authorized to take any and all action necessary to carry out and consummate the transactions described in or contemplated by the instruments approved hereby or otherwise to give effect to the actions authorized hereby and the intent hereof.

Section 9. The Board of Directors confirms \$96,455 as the amount currently constituting low and moderate income in the City of San Antonio, Texas (the "City"), adjusted as set forth in the Regulatory Agreement, is hereby approved.

Section 10. The Board of Directors has expressly determined and hereby confirms that the issuance of the Bonds to assist in the financing of the Project will promote the public purposes set forth in Section 394.002 of the Act and will accomplish a valid public purpose of the Issuer by assisting persons of low and moderate income in the City to obtain decent, safe, and sanitary housing at affordable prices, thereby helping to relieve unemployment, to preserve and increase the tax base of the City, and to reduce public expenditures for crime prevention and control, public health, welfare, and safety and for other valid public purposes. No bonds may be issued unless the San Antonio Housing Trust Public Facility Corporation controls the general partner of the Borrower.

Section 11. The Bonds and the interest thereon shall be limited obligations of the Issuer payable solely from the revenues, funds, and assets pledged under the Indenture to secure payment of the Bonds, and under no circumstances shall the Bonds be payable from any other revenues, funds, assets, or income of the Issuer.

Section 12. The Bonds shall not constitute an indebtedness, liability, general, special, or moral obligation or a pledge or loan of the faith or credit or taxing power, within the meaning of any constitutional or statutory provision whatsoever, of the United States of America or any agency or instrumentality thereof, the State of Texas, the City, or any other political subdivision or governmental unit.

Section 13. After the Bonds are issued, this Resolution shall be and remain irrevocable until the Bonds or interest thereon shall have been fully paid or provision for payment shall have been made pursuant to the Indenture.

Section 14. If any section, paragraph, clause, or provision of this Resolution shall be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution. In case any

obligation of the Issuer authorized or established by this Resolution or the Bonds is held to be in violation of law as applied to any person or in any circumstance, such obligation shall be deemed to be the obligation of the Issuer to the fullest extent permitted by law.

Section 15. The recitals of this Resolution are hereby found to be true and are incorporated herein for all purposes.

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San Antonio Housing Trust Finance Corporation

Agenda Memorandum

File Number _____

Agenda Item Number: 5

Agenda Date: 04-28-2020

In Control: San Antonio Housing Trust Finance Corporation

DEPARTMENT: San Antonio Housing Trust Finance Corporation

DEPARTMENT HEAD: Pedro Alanis

COUNCIL DISTRICTS IMPACTED: District 5

SUBJECT:

Briefing and possible action regarding an inducement resolution for Cattleman Square Lofts Apartments Project.

SUMMARY:

This item includes a briefing and possible action regarding a nonbinding Resolution concerning the application of ACG Cattleman Square, LP and Alamo Community Group relating to the proposed financing of up to \$15,000,000 of the costs of the acquisition, construction, and equipping of the Cattleman Square Lofts Apartments, to be located at 811 W Houston Street; and other matters in connection therewith.

ISSUE:

The project is a 138-unit multifamily, tax credit project in District 5 located at 811 W Houston Street, just to the west of downtown. All units will be rented to individuals whose incomes average at or below 60% of median family income.

Alamo Community Group, a local nonprofit affordable housing developer, will be the Developer and will seek a nonbinding resolution of inducement with the Public Facility Corporation. The Project is expected to cost approximately \$21.7 million and it is

expected to require \$15,000,000 in tax exempt bonds to be issued along with over \$7 million in anticipated tax credit equity. Alamo Community Group may seek gap financing through one of the City's federal entitlement programs, CCHIP Level 2 waivers, and/or Westside TIRZ funds.

This request is to authorize ACG Cattleman Square, LP, Alamo Community Group and the Finance Corporation's Bond Counsel to take preliminary actions, specifically, to file and/or re-file an Application for Allocation of Private Activity Bonds in the years 2020 and/or 2021 to allow this project to have the flexibility to move forward if they receive a bond reservation from the Texas Bond Review Board.

ALTERNATIVES:

If the San Antonio Housing Trust Finance Corporation board does not approve this transaction, the 138 affordable units will not be constructed.

FISCAL IMPACT:

No fiscal impact. None of these actions will be binding on the Finance Corporation or the City. This is not a commitment to participate in the Project. Staff anticipates returning for a future Public Facility Corporation Board and Finance Corporation Board for project inducements, approvals, and/or authority to issue the bonds.

RECOMMENDATION:

Staff recommend approval of the attached Resolution to allow an application to the Texas Bond Review Board to reserve bond allocation.

ATTACHMENT:

Resolution.

Cattleman Square Lofts Apartments

CERTIFICATE FOR RESOLUTION

The undersigned officer of the San Antonio Housing Trust Finance Corporation (the “Issuer”) hereby certifies as follows:

1. In accordance with the bylaws of the Issuer, the Board of Directors of the Issuer (the “Board”) held a meeting on April 28, 2020 (the “Meeting”) of the duly constituted officers and members of the Board, at which a duly constituted quorum was present. Whereupon among other business transacted at the Meeting, a written

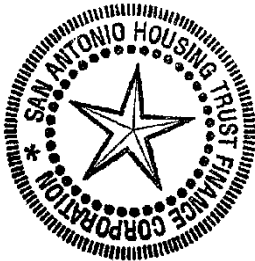
**RESOLUTION CONCERNING THE APPLICATION OF ACG
CATTLEMAN SQUARE, LP AND ALAMO COMMUNITY GROUP
RELATING TO THE PROPOSED FINANCING OF UP TO \$15,000,000 OF
THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND
EQUIPPING OF THE CATTLEMAN SQUARE LOFTS APARTMENTS
AND OTHER MATTERS IN CONNECTION THEREWITH**

(the “Resolution”) was duly introduced for the consideration of the Board and discussed. It was then duly moved and seconded that the Resolution be adopted; and, after due discussion, said motion, carrying with it the adoption of the Resolution, prevailed and carried by a majority vote of the Board.

2. A true, full, and correct copy of the Resolution adopted at the Meeting is attached to and follows this Certificate; the Resolution has been duly recorded in the Board’s minutes of the Meeting; each of the officers and members of the Board was duly and sufficiently notified officially and personally, in advance, of the time, place, and purpose of the Meeting; and the Meeting was held and conducted in accordance with the Articles of Incorporation and the Bylaws of the Issuer.

SIGNED AND SEALED April 28, 2020.

Nicole Collazo, Assistant Secretary



**RESOLUTION CONCERNING THE APPLICATION OF ACG
CATTLEMAN SQUARE, LP AND ALAMO COMMUNITY GROUP
RELATING TO THE PROPOSED FINANCING OF UP TO \$15,000,000 OF
THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND
EQUIPPING OF THE CATTLEMAN SQUARE LOFTS APARTMENTS
AND OTHER MATTERS IN CONNECTION THEREWITH**

WHEREAS, the City Council of the City of San Antonio, Texas (the “City”), has, pursuant to the Texas Housing Finance Corporations Act, Chapter 394, Texas Local Government Code, as amended (the “Act”), approved and created the San Antonio Housing Trust Finance Corporation, a nonstock, nonprofit housing finance corporation (the “Issuer”);

WHEREAS, the Issuer, on behalf of the City, is empowered to finance the costs of residential ownership and development that will provide decent, safe, and sanitary housing at affordable prices for residents of the City by the issuance of housing revenue bonds;

WHEREAS, ACG Cattleman Square, LP, a Texas limited partnership (the “User”), has filed an Application for financing (the “Application”), requesting that (i) the Issuer finance the acquisition, construction, and equipping of a proposed 138-unit multifamily housing facility to be located at 811 West Houston Street and to be known as Cattleman Square Lofts Apartments (the “Project”); and (ii) the Issuer file and/or refile a 2020 and/or 2021 Allocation Application (defined hereafter) and/or any carryforward applications to the Texas Bond Review Board as described herein;

WHEREAS, the User has advised the Issuer that a contributing factor that would further induce the User to proceed with providing for the acquisition, construction, equipping, and improvement of the Project would be a commitment and agreement by the Board of Directors (the “Board”) of the Issuer to issue housing revenue bonds pursuant to the Act (the “Bonds”) to finance and pay any Development Costs, as defined in the Act, for the Project;

WHEREAS, in view of rising construction costs and the necessity of compliance with administrative regulations, it is considered essential that acquisition, construction, equipping, and improvement of the Project be completed at the earliest practicable date after satisfactory preliminary assurances from the Issuer that the proceeds of the sale of the Bonds, or other obligations, of the Issuer in an amount necessary to pay the Development Costs of the Project, will be made available to finance the Project;

WHEREAS, this Resolution shall constitute the Issuer’s commitment, subject to the terms hereof, to issue Bonds, or other obligations, pursuant to the Act in an amount prescribed by the User now contemplated not to exceed \$15,000,000 and to expend the proceeds thereof to pay Development Costs including costs of acquisition, construction, equipping, and improvement of the Project, funding a debt service or other reserve fund for the Project, and paying expenses and costs in connection with the issuance of the Bonds, including costs of obtaining credit enhancement, if any;

WHEREAS, the Bonds are “private activity bonds” as that term is defined in Subchapter A, Section 1372.001 of Chapter 1372, Texas Government Code, as amended, including the rules promulgated pursuant thereto in 34 Texas Administrative Code, Sections 190.1 through 190.8

(together, the “Allocation Act”), and various provisions of the Internal Revenue Code of 1986, as amended (the “Code”);

WHEREAS, the Code requires that the applicable elected official of the City approve the issuance of the Bonds after a public hearing for which reasonable public notice shall have been given;

WHEREAS, the Issuer is authorized by the provisions of the Act to issue the Bonds;

WHEREAS, in order to issue the Bonds in the manner contemplated, the Issuer must seek an allocation of the State of Texas volume cap pertaining to private activity bonds in order to satisfy the provisions of the Code;

WHEREAS, in order to satisfy, in part, the provisions of the Allocation Act, the Issuer must submit an “Application for Allocation of Private Activity Bonds” (the “Allocation Application”) to the Texas Bond Review Board and adopt this Resolution authorizing the filing or refiling of the Allocation Application;

WHEREAS, the Allocation Application and the Allocation Act require that the Issuer certify that the Bonds are not being issued for the same stated purpose for which the Issuer has received sufficient carryforward during a prior year or for which there exists unexpended proceeds from a prior issue or issues of bonds issued by the Issuer;

WHEREAS, the User intends to make capital expenditures in connection with the acquisition, construction, equipping, and improvement of the Project (the “Expenditures”) and expects to reimburse the Expenditures with proceeds of the Bonds;

WHEREAS, in order to allocate under Treasury Regulation §1.150-2 (the “Regulation”) proceeds of the Bonds to the Expenditures, the Issuer must declare its reasonable expectation to reimburse the Expenditures;

WHEREAS, the User has requested that the San Antonio Housing Trust Public Facility Corporation acquire the membership interest in the general partner of the User;

WHEREAS, the User has requested authorization to make all filings necessary to obtain and maintain debt financing and tax credits on the Project; and

WHEREAS, the Board has determined that it is in the public interest and to the benefit of the citizens and residents of San Antonio for the various entities to enter into the transactions described above so that the User may construct the Project; now, therefore,

BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE SAN ANTONIO HOUSING TRUST FINANCE CORPORATION THAT:

Section 1. Subject to the terms hereof, the Issuer agrees that it will:

(a) Subject to the negotiation of mutually acceptable agreements, issue the Bonds, in an amount not to exceed \$15,000,000;

(b) cooperate with the User with respect to the issuance of the Bonds, and, if arrangements therefor satisfactory to the User and the Issuer can be made, take such action and authorize the execution of such documents and take such further action as may be necessary or advisable for the authorization, execution, and delivery of any contracts or agreements deemed necessary and desirable by the User or the Issuer in connection with the issuance of the Bonds (collectively, the "Contracts"), providing among other things for payment of the principal of, interest on, redemption premiums on, and paying agents' and trustee's fees and charges, if any, on the Bonds; payment of fees, charges, and expenses of the Issuer and the City (including legal and financial advisory expenses); acquisition, construction, equipping, and improvement of the Project; and use, operation, and maintenance of the Project (and the execution of any necessary guaranty agreements), all as shall be authorized, required, or permitted by law and as shall be satisfactory to the Issuer, the City, and the User;

(c) if the proceeds from the sale of the Bonds are insufficient to complete the acquisition, construction, equipping, and improvement of the Project, take such actions and execute such documents as may be necessary to permit the issuance from time to time in the future of additional bonds on terms which shall be set forth therein, whether on a parity with other series of bonds or otherwise, for the purpose of paying the costs of completing the acquisition, construction, equipping, and improvement of the Project, as requested by the User and within then applicable limitations; and

(d) take or cause to be taken such other actions as may be required to implement the aforesaid undertakings or as it may deem appropriate in pursuance thereof.

Section 2. The Bonds shall specifically provide that neither the State of Texas (the "State"), the City, nor any political issuer, subdivision, or agency of the State shall be obligated to pay the same or the interest thereon and that neither the faith and credit nor the taxing power of the State, the City, or any political issuer, subdivision, or agency thereof is pledged to the payment of the principal of, premium, if any, or interest on the Bonds.

Section 3. It is understood by the Issuer, and the User has represented to the Issuer, that in consideration of the Issuer's adoption of this Resolution and by filing the Application, and subject to the terms and conditions hereof, the User has agreed that

(a) Prior to or contemporaneously with the sale of the Bonds in one or more series or issues from time to time as the Issuer and the User shall hereafter agree to in writing, the User will enter into the Contracts with the Issuer under the terms of which the User will obligate itself, on a nonrecourse basis, to pay to the Issuer (or to a trustee, as the case may be) sums sufficient in the aggregate to pay the principal of, interest on, redemption premiums on, paying agents' and trustee's fees and charges, if any, on the Bonds, as and when the same become due and payable, with such Contracts to contain the provisions described in Section 1 hereof and such other provisions as may be required or permitted by law and to be mutually acceptable to the Issuer and the User;

(b) the User will (1) pay all Project costs which are not or cannot be paid or reimbursed from the proceeds of the Bonds and (2) at all times from and after the issuance of the Bonds, indemnify and hold harmless the Issuer and the City against all losses, costs,

damages, expenses, and liabilities of whatsoever nature (including but not limited to reasonable attorneys' fees, litigation and court costs, amounts paid in settlement, and amounts paid to discharge judgments) directly or indirectly resulting from, arising out of or related to the issuance, offering, sale, or delivery of the Bonds, or the design, construction, equipping, installation, operation, use, occupancy, maintenance, or ownership of the Project (other than claims arising from the gross negligence or willful misconduct of the Issuer or the City) and prior to or contemporaneously with the sale of the Bonds will agree to provide indemnification on terms satisfactory to the Issuer; and

(c) no Bonds will be issued without the approval of the City Council.

Section 4. The User is hereby authorized to make all filings necessary to obtain and maintain tax credits on the Project.

Section 5. Except as expressly extended by the Issuer, it is understood by the Issuer and the User that all commitments of the Issuer with respect to the Project and the Bonds are subject to the condition that the Bonds shall have been issued no later than two years from the date of this Resolution.

Section 6. It is recognized and agreed by the Issuer that the User may exercise its rights and perform its obligations with respect to the financing of the Project either through (i) itself in its own name; (ii) any "related person" as defined in section 144(a)(3) of the Code; (iii) any legal successor thereto; (iv) an entity in which any of the above is a general partner or sole member; or (v) or any entity approved by the Issuer, provided that suitable guaranties necessary or convenient for the marketability of the Bonds shall be furnished, if required by the Issuer, and all references herein to the User shall be deemed to include the User acting directly through itself or any such approved entities.

Section 7. This Resolution shall be deemed to constitute the acceptance of the User's proposal that it be further induced to proceed with providing the Project. The Allocation Application and this Resolution shall constitute an agreement between the Issuer and the User effective on the date that this Resolution is adopted. This Resolution is affirmative official action taken by the Issuer towards the issuance of the Bonds in order to comply with the requirements of the Code. Neither the User nor any other party is entitled to rely on this Resolution as a commitment to issue bonds or loan funds, and the Issuer reserves the right not to issue the Bonds either with or without cause and with or without notice, and in such event the Issuer shall not be subject to any liability or damages of any nature. Neither the User nor any one claiming by, through or under the User, nor any investment banking firm or potential purchaser of the Bonds shall have any claim against the Issuer whatsoever as a result of any decision by the Issuer not to issue the Bonds.

Section 8. The Issuer hereby adopts this Resolution in order to satisfy the requirements of the Allocation Act pertaining to the issuance of the Bonds and authorizes any officer or designee of the Issuer to prepare and file and/or refile a 2020 and/or 2021 Allocation Application and/or any carryforward applications, together with all required attachments (including obtaining the Issuer's Certificate of Good Standing from the Comptroller of Public Accounts for the State of Texas) in the form required by the Texas Bond Review Board.

Section 9. The Issuer respectfully requests that the Allocation Application be accepted and approved by the Texas Bond Review Board.

Section 10. Any officer of the Issuer (or his designee) is hereby authorized to execute the Allocation Application, to pay (or cause the User to pay) the Application Fee of \$5,000 for each Allocation Application (submitted to the Issuer by the User) to the Texas Bond Review Board and to submit any additional information or to make any necessary corrections or revisions requested by the Texas Bond Review Board in order to satisfy the requirements of the Allocation Act in connection with the Allocation Application.

Section 11. The Board certifies that the Bonds are not being issued for the same stated purpose for which the Issuer has received sufficient carryforward during a prior year or for which there exists unexpended proceeds from a prior issue or issues of bonds issued by the Issuer.

Section 12. In connection with the issuance of the Bonds, the Board hereby authorizes its bond counsel to arrange for the publication of a notice of public hearing in the City of San Antonio, Texas regarding the Bonds for the purpose of complying with section 147(f) of the Code. The form of notice of such hearing and the date, place, and manner of its publication shall be acceptable to the Corporation's bond counsel. The hearing shall be held by the Corporation's bond counsel.

Section 13. Based upon representations from the User, the Issuer reasonably expects to reimburse the Expenditures with proceeds of the Bonds in a principal amount that will not exceed \$15,000,000. This Resolution shall constitute a declaration of official intent under the Treasury Regulation Section 1.150-2.

Section 14. The Board authorizes the President, Vice President, Secretary, Treasurer, Assistant Secretary or Executive Director of the Board to execute any documents or certificates necessary to seek the approval of the Bonds by the Texas Attorney General.

Section 15. The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this Resolution for all purposes and are adopted as a part of the judgment and findings of the Board.

Section 16. All resolutions, or parts thereof, which are in conflict or inconsistent with any provision of this Resolution are hereby repealed to the extent of such conflict, and the provisions of this Resolution shall be and remain controlling as to the matters resolved herein.

Section 17. If any provision of this Resolution or the application thereof to any person or circumstance shall be held to be invalid, the remainder of this Resolution and the application of such provision to other persons and circumstances shall nevertheless be valid, and the Board hereby declares that this Resolution would have been enacted without such invalid provision.

Section 18. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 19. This Resolution shall be in force and effect from and after its passage.

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San Antonio Housing Trust Finance Corporation

Agenda Memorandum

File Number _____

Agenda Item Number: 7

Agenda Date: 04-28-2020

In Control: San Antonio Housing Trust Finance Corporation

DEPARTMENT: San Antonio Housing Trust Finance Corporation

DEPARTMENT HEAD: Pedro Alanis

COUNCIL DISTRICTS IMPACTED: District 7

SUBJECT:

Briefing and possible action regarding a resolution approving remarketing of San Antonio Housing Trust Finance Corporation Multifamily Housing Revenue Bonds (Brookwood Senior Apartments) Series 2018; and other matters in connection therewith.

DESCRIPTION:

In May of 2018, the Corporation issued \$18,000,000 of bonds to finance the Brookwood Senior Apartments, a 197-unit tax credit project for seniors located at 9015 Ingram Road. The project was expected to be completed by May of 2020, but it is only 85% complete. The bond issue was originally structured to be either paid off on May 1, 2020, if the project was complete, or to have the bonds remarketed for an additional one-year period if the project was not complete.

We received a notice from the Trustee on April 13th that the project would not be complete by the May 1st date and that the bonds must be remarketed. Pursuant to the original bond documents, we authorized a remarketing memorandum on the 21st and sold the remarketed bonds on the 23rd. The bonds will be issued on May 1st. All costs of the remarketing will be paid by the tax credit partnership. We will make adjustments to the revenue sharing provisions to have Mission DG pay for the costs out of their share of

revenues. The attached resolutions ask you to ratify our actions in the remarketing and formally approves the remarketing.

ALTERNATIVES:

If the remarketing is not approved, the Project will be in default under the terms of the transaction documents.

FISCAL IMPACT:

No fiscal impact.

RECOMMENDATION:

Staff recommends approval of the attached Resolution to ratify and formally approve the remarketing of bonds.

ATTACHMENT:

Resolution.

CERTIFICATE FOR RESOLUTION

The undersigned officer of the San Antonio Housing Trust Finance Corporation (the “Issuer”) hereby certifies as follows:

1. In accordance with the bylaws of the Issuer, the Board of Directors of the Issuer (the “Board”) held a meeting on April 28, 2020 (the “Meeting”) of the duly constituted officers and members of the Board, at which a duly constituted quorum was present. Whereupon among other business transacted at the Meeting, a written

RESOLUTION APPROVING REMARKETING OF SAN ANTONIO HOUSING TRUST FINANCE CORPORATION MULTIFAMILY HOUSING REVENUE BONDS (BROOKWOOD SENIOR APARTMENTS) SERIES 2018; AND OTHER MATTERS IN CONNECTION THEREWITH

(the “Resolution”) was duly introduced for the consideration of the Board and discussed. It was then duly moved and seconded that the Resolution be adopted; and, after due discussion, said motion, carrying with it the adoption of the Resolution, prevailed and carried by a majority vote of the Board.

2. A true, full, and correct copy of the Resolution adopted at the Meeting is attached to and follows this Certificate; the Resolution has been duly recorded in the Board’s minutes of the Meeting; each of the officers and members of the Board was duly and sufficiently notified officially and personally, in advance, of the time, place, and purpose of the Meeting; and the Meeting was held and conducted in accordance with the Articles of Incorporation and the Bylaws of the Issuer.

SIGNED AND SEALED April 28, 2020.

Nicole Collazo, Assistant Secretary



**RESOLUTION APPROVING REMARKETING OF SAN ANTONIO HOUSING
TRUST FINANCE CORPORATION MULTIFAMILY HOUSING REVENUE
BONDS (BROOKWOOD SENIOR APARTMENTS) SERIES 2018; AND
OTHER MATTERS IN CONNECTION THEREWITH**

WHEREAS, the San Antonio Housing Trust Finance Corporation (the “Issuer”) has developed a program of issuing bonds and loaning their proceeds to defray, in whole or in part, all reasonable or necessary costs incidental to the acquisition, renovation, construction, and improvement of land, improvements, and related property at least 90% of which is intended to be occupied by persons of low or moderate income, as determined by the Issuer, all in order to alleviate a shortage of affordable rental housing within San Antonio, Texas, for such persons of low or moderate income, and to refund such bonds;

WHEREAS, the Issuer has previously issued its “Multifamily Housing Revenue Bonds (Brookwood Senior Apartments) Series 2018” in the aggregate principal of \$18,000,000 (the “Bonds”) in order to finance the cost of acquiring, constructing, and equipping a proposed 197-unit multifamily apartment facility to be known as Brookwood Senior Apartments, to be located at the corner of Richland Hills and Ingram Road, San Antonio, Texas (the “Project”) for Westover Senior P3, L.P., a Texas limited partnership (the “Borrower”);

WHEREAS, the Bonds were issued pursuant to a Trust Indenture dated as of May 1, 2018 (the “Trust Indenture”), between the Issuer and Wilmington Trust, National Association, as trustee;

WHEREAS, pursuant to the Trust Indenture the Bonds are subject to mandatory tender and remarketing on May 1, 2020;

WHEREAS, a Preliminary Remarketing Memorandum dated April __, 2020, and a Remarketing Memorandum dated April __, 2020 (collectively, the “Remarketing Memorandum”), were distributed in connection with such remarketing of the Bonds;

WHEREAS, this Board of Directors has reviewed the foregoing and determined that the action herein authorized is in furtherance of the corporate purposes of the Issuer and that remarketing of the Bonds is advisable to allow for the completion of the Project;

**BE IT THEREFORE RESOLVED BY THE BOARD OF DIRECTORS OF THE SAN
ANTONIO HOUSING TRUST FINANCE CORPORATION THAT:**

Section 1. The remarketing of the Bonds and the form and substance of the Remarketing Memorandum are hereby approved.

Section 2. The President, any Vice President, the Secretary, the Treasurer, the Executive Director, and each Assistant Secretary, or any of them, are authorized and directed to execute (to the extent required to be executed or acknowledged by the Issuer) and deliver (or to accept, as the case may be) the Remarketing Memorandum and any and all certificates and other instruments and to take such actions deemed necessary or appropriate in connection with the remarketing of the Bonds, and approval of the terms of each such instrument by such officers shall be conclusively evidenced by the execution and delivery of such documents, and any such actions heretofore taken are hereby ratified and approved in all respects.

Section 3. If any section, paragraph, clause, or provision of this Resolution shall be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution. In case any obligation of the Issuer authorized or established by this Resolution or the Bonds is held to be in violation of law as applied to any person or in any circumstance, such obligation shall be deemed to be the obligation of the Issuer to the fullest extent permitted by law.

Section 4. The recitals of this Resolution are hereby found to be true and are incorporated herein for all purposes.

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San Antonio Housing Trust Finance Corporation

Agenda Memorandum

File Number _____

Agenda Item Number: 7

Agenda Date: 04-28-2020

In Control: San Antonio Housing Trust Finance Corporation

SUBJECT:

Consideration and possible action to provide Public Facility Corporation funds to support the City of San Antonio's COVID Emergency Housing Assistance Program.

BACKGROUND:

On April 23, 2020, the San Antonio City Council approved the creation of the \$25 million ***COVID 19 Emergency Housing Assistance Program*** to help those residents impacted by the COVID 19 crises.

ISSUE

To support this effort, City Council is requesting \$2.5 million in unallocated Public Facility Corporation funds, \$1.0 million in unspent Under One Roof Public Facility Corporation funds, \$500,000 in available Finance Corporation funds, and a total of \$1.0 million from the SAHT Foundation.

To date, the San Antonio Housing Trust Foundation has provided \$500,000 to the effort and may consider an additional \$500,000 contribution in a future action.

FISCAL IMPACT:

The Finance Corporation has a \$983,747 unencumbered balance. A reallocation of \$500,000 to the COVID 19 Emergency Housing Assistance Program would reduce this amount to \$483,747.

RECOMMENDATION:

Staff recommends the Finance Corporation authorize \$500,000 in unallocated corporation funds to support the City's ***COVID 19 Emergency Housing Assistance Program***.